

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

IN RE SCYNEXIS, INC. DERIVATIVE  
LITIGATION

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This Document Relates To:

ALL ACTIONS

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Case No. 2:24-cv-05774-BRM-CLW

(Consolidated with Case No. 2:24-cv-06680-  
BRM-CLW)

HON. BRIAN R. MARTINOTTI

**STIPULATION AND [PROPOSED] ORDER  
STAYING CONSOLIDATED DERIVATIVE ACTION**

Plaintiff Ruskin Davis (“Plaintiff Davis”), Plaintiff Mike Schilling (“Plaintiff Schilling” and with Plaintiff Davis collectively, “Plaintiffs”), Nominal Defendant SCYNEXIS, Inc. (“SCYNEXIS”), and Defendants David Angulo, Armando Anido, Steven C. Gilman, Ann F. Hanham, David Hastings, Guy Macdonald, Ivor Macleod, Brian Philippe Tinmouth (collectively, the “Individual Defendants” and with SCYNEXIS, “Defendants” and with Plaintiff, the “Parties”), jointly submit this stipulation and proposed Order (the “Stipulation”) to stay the above-captioned consolidated shareholder derivative action (the “Consolidated Derivative Action”) and in support thereof state as follows:

WHEREAS, Plaintiff Davis filed a shareholder derivative action on May 1, 2024 on behalf of SCYNEXIS against the Individual Defendants alleging violations of Sections 10(b), 14(a), 21D of the Securities Exchange Act of 1934 (the “Exchange Act”), United States Securities and Exchange Commission (“SEC”) Rule 14a-9, breach of fiduciary duty, unjust enrichment, aiding and abetting breach of fiduciary duty, and waste of corporate assets;

WHEREAS, Plaintiff Schilling filed a shareholder derivative action on June 4, 2024 on behalf of SCYNEXIS against the Individual Defendants alleging violations of Sections 10(b),

14(a), 20(a), and 21D of the Exchange Act, SEC Rules 10b-5 and 14a-9, breach of fiduciary duty, unjust enrichment, waste of corporate assets, and gross mismanagement;

WHEREAS, on July 19, 2024, the Court entered the Stipulation and Order Consolidating Related Derivative Actions, Accepting Service, and Appointing Co-Lead Counsel (ECF No. 14);

WHEREAS, a putative class action alleging violations of the federal securities laws against SCYNEXIS and several of the Individual Defendants, including David Angulo and Ivor Macleod, based on similar facts and allegations as this Consolidated Derivative Action is pending in this Court captioned *Feldman v. SCYNEXIS, Inc., et al.*, Case No. 2:23-cv-22082-BRM-CLW (the “Securities Class Action”);

WHEREAS, the Parties agree that further developments in the Securities Class Action may be relevant to this Consolidated Derivative Action and may inform the manner in which this Consolidated Derivative Action proceeds; and

WHEREAS, the Parties agree that the interests of efficient and effective case management and the conservation of judicial and litigant resources would be served by temporarily staying this Consolidated Derivative Action, subject to the terms and conditions set forth herein.

NOW THEREFORE, IT IS HEREBY AGREED AND STIPULATED by and among the Parties, by and through their respective counsel of record, as follows:

1. All proceedings and deadlines in the Consolidated Derivative Action, including any obligation to answer, move against, or otherwise respond to any complaint filed in the Consolidated Derivative Action, are hereby stayed until: (1) the motion to dismiss the Securities Class Action is denied in whole or in part; or (2) the Securities Class Action is dismissed, with prejudice, by the court, and all appeals related thereto have been exhausted.

2. Plaintiffs or Defendants may lift this stay by providing fourteen days' written notice to the other party.

3. If the stay of this Consolidated Derivative Action is lifted, the Parties shall submit a proposed scheduling order within fourteen days of the date of the lifting of the stay.

4. All deadlines, hearings, or conferences currently scheduled shall be postponed until the date and time that will be specified in any proposed schedule governing further proceedings to be submitted by the Parties as set forth in Paragraph 3 of this Stipulation, or as otherwise set by the Court.

5. Defendants shall promptly notify Plaintiffs of any related derivative actions, books and records demands pursuant to 8 *Del. C.* §220 ("Section 220"), or board demands.

6. Defendants shall promptly notify Plaintiffs if a court refuses to stay a related derivative action for a similar or longer duration.

7. Plaintiffs may amend the complaint while the Consolidated Derivative Action is stayed, but Defendants shall not be required to respond to any amended complaint during the pendency of the stay.

8. In the event that any documents are produced in any related derivative action arising out of facts alleged in the Consolidated Derivative Action, SCYNEXIS shall provide the same production to Plaintiffs within ten business days of such production, provided that Plaintiffs have entered into a confidentiality agreement with Defendants concerning such production.

9. Defendants shall provide Plaintiffs with notice of any mediation with the plaintiffs in the Securities Class Action. If Defendants invite any other derivative plaintiff and/or SCYNEXIS shareholder who sent a litigation or Section 220 demand to a mediation with the Securities Class Action plaintiff, the Defendants will invite Plaintiffs to that mediation.

10. Defendants shall provide Plaintiffs with reasonable advance notice of and include Plaintiffs in any mediation or formal settlement discussions with plaintiffs in any related derivative action or with SCYNEXIS shareholders who sent a litigation or Section 220 demand.

**IT IS SO STIPULATED.**

Dated: September 17, 2024

**BRAGAR EAGEL & SQUIRE, P.C.**

/s/ Melissa A. Fortunato

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Dated: September 17, 2024

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Armando Anido, Steven C. Gilman, Ann F.  
Hanham, David Hastings, Guy Macdonald,  
Ivor Macleod, and Brian Philippe Tinmouth,  
and Nominal Defendant SCYNEXIS, Inc.*

**SO ORDERED** this \_\_\_\_ day of \_\_\_\_\_ 2024.

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HON. BRIAN R. MARTINOTTI  
United States District Judge